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OF COUNSEL  
URBAN A. LESTER

December 31, 2001

RECORDATION NO. 234116-F FILED

JAN 02 '02 9-15 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release, dated as of December 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Chattel Mortgage and Security Agreement Modification Agreement which is being filed with the Board under Recordation Number 23416-D.

The names and addresses of the parties to the enclosed document are:

Debtor: Midwest Railcar Corporation  
9876 213<sup>th</sup> Avenue, N.W.  
Elk River, Minnesota 55330

Secured Party: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21201

Mr. Vernon A. Williams  
December 31, 2001  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Twenty-four (24) woodchip gondola railcars within the series MWCX 100114 - MWCX 100142 not inclusive, formerly numbered SP 354423 - SP 355099 not inclusive , more particularly described in Schedule I to the Memorandum.

A short summary of the document to appear in the index is:

Partial Release.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

RWA/anm  
Enclosures

RECORDATION NO. 23416-F FILED

JAN 02 '02 9-15 AM

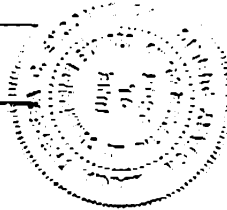
## PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Allfirst Bank, with a mailing address of 25 South Charles Street, Baltimore, MD, 21201 hereby releases all of its right, title and interest in and to, the railcars more specifically described on Schedule 1 attached hereto (the "Railcars"), all leases of the Railcars, including but not limited to that certain lease dated September 5, 2001, by and between Midwest Railcar Corporation and Commercial Metals Company and all proceeds of the foregoing, including all rentals and all insurance proceeds thereof. This Partial Release relates to the Memorandum of Chattel Mortgage and Security Agreement Modification Agreement by and between Allfirst Bank and Midwest Railcars Corporation recorded with the Surface Transportation Board on October 23, 2001 under Recordation Number 23416-D.

IN WITNESS WHEREOF, Allfirst Bank has caused this Partial Release to be signed as of December 28, 2001.

Allfirst Bank

By: Jeffrey HinkleIts: Vice President

STATE OF MARYLAND )  
COUNTY OF BALTIMORE )SS.

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that JEFFREY HINKLE, as VICE PRESIDENT of ALLFIRST BANK, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her own free and voluntary act and as the free and voluntary act of said association, for the use and purposes therein set forth.

GIVEN under my hand and notarial seal, this 28th day of December, 2001.

William P. McManis  
Notary Public

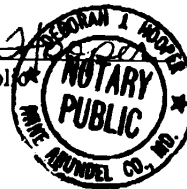
My Commission Expires: 06/06/05

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Partial Release is a true and complete copy of said Partial Release.

WITNESS my hand and seal this 28<sup>th</sup> day of December, 2001.

*Deborah J. Johnson*  
Notary Public



My Commission Expires: 7/27/02

Schedule 1  
To

Partial Release by  
ALLFIRST BANK

7452 of Woodchip Gondolas

<u>Car Number</u>	<u>Prior Car Number</u>
1 MWCX100114	SP 354480
2 MWCX100115	SP 354489
3 MWCX100116	SP 354590
4 MWCX100117	SP 354644
5 MWCX100118	SP 354809
6 MWCX100119	SP 354869
7 MWCX100120	SP 354910
8 MWCX100121	SP 354915
9 MWCX100122	SP 354968
10 MWCX100123	SP 354973
11 MWCX100125	SP 355046
12 MWCX100126	SP 354423
13 MWCX100127	SP 354499
14 MWCX100128	SP 354514
15 MWCX100129	SP 354615
16 MWCX100130	SP 354674
17 MWCX100131	SP 354685
18 MWCX100132	SP 354816
19 MWCX100133	SP 354877
20 MWCX100136	SP 355017
21 MWCX100138	SP 355054
22 MWCX100139	SP 355099
23 MWCX100140	SP 354866
24 MWCX100142	SP 354926

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Partial Release with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 31, 2001      Edward M. Luria  
Edward M. Luria